

**EXHIBIT 1**

**Declaration**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

**DECLARATION OF W. JOSEPH DRYER IN SUPPORT OF ORDER  
APPOINTING DIRECT FEE REVIEW LLC AS FEE EXAMINER**

I, W. Joseph Dryer, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury that:

1. I am a member of Direct Fee Review LLC (the “Firm”), which maintains offices at 24A Trolley Square #1225, Wilmington, Delaware 19806.

2. I submit this declaration (this “Declaration”) to establish that both the Firm and I are a “disinterested person” as that term is defined in section 101(14) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) in connection with the Firm’s

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

appointment as the independent Fee Examiner in the above-captioned chapter 11 cases of Franchise Group, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”).

3. Except as otherwise indicated, I have personal knowledge of the facts set forth herein.

4. With respect to my and the Firm’s “disinterestedness” under section 101(14) of the Bankruptcy Code, I provide the following information:

- a. Neither the Firm nor I is, or has been, during the pendency of the chapter 11 cases, a creditor, equity security holder or insider of any of the Debtors.
- b. Neither any professional at the Firm nor I is, or has been, a director, officer or employee of any of the Debtors.
- c. Neither the Firm nor I have any interest materially adverse to the interests of these bankruptcy estates or any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with or interest in any of the Debtors, or for any other reason.
- d. Neither any professional at the Firm nor I is a relative of any Bankruptcy Judge of the United States Bankruptcy Court for the District of Delaware, the United States Trustee for Region 3 or any person employed by the Office of the United States Trustee (Region 3) (the “U.S. Trustee”).
- e. Neither the Firm nor I represent or has represented in the past any of the Debtors or any of their affiliates.

5. To the best of my knowledge after reasonable inquiry, neither I nor the Firm has any connection to the Debtors, their creditors, any other potential party in interest set forth on the list provided by the Debtors included as Exhibit A hereto, their respective attorneys and/or accountants, or any person employed by the U.S. Trustee except that as a fee examiner in unrelated chapter 11 cases, the Firm and I have previously audited fee applications of firms listed in Exhibit B hereto. The Firm and I also maintain, or have in the past maintained, incidental consumer accounts with JPMorgan Chase.

6. I do not believe that auditing fee applications of professionals retained in these chapter 11 cases or any of the other disclosed connections with potential parties in interest in matters unrelated to the Debtors' chapter 11 cases presents any conflict of interest.

7. The Firm's current customary hourly rate, subject to change from time to time, is \$300 per hour, plus reimbursement of expenses. In the normal course of business, the Firm revises its regular hourly rates on January 1<sup>st</sup> of each year and requests that, effective January 1<sup>st</sup> of each year, the aforementioned rate be revised to the regular hourly rate which will be in effect at that time; *provided, however*, the Firm will provide at least ten (10) days advance notice of the revised regular hourly rate to counsel to the Debtors, the U.S. Trustee, and proposed counsel to the Official Committee of Unsecured Creditors.

8. No agreement or understanding exists between the Firm or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases.

9. As required by section 504 of the Bankruptcy Code, neither the Firm nor I have any agreement with any entity to share with such entity any compensation received by the Firm.

10. The Firm and its partners, auditors and members may have in the past been retained as fee examiner and may in the future be retained as fee examiner by entities that are or may become claimants of the Debtors in matters totally unrelated to the matters with respect to which the Firm is to be engaged in the Debtors' chapter 11 cases.

11. Neither I, the Firm, nor any partner, auditor or member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which the Firm is to be engaged.

12. In the event that additional facts bearing on the matters described herein are discovered, I will supplement the information contained in this Declaration.

I certify under penalty of perjury under the laws of the United States that, to the best of my knowledge, information, and belief after reasonable inquiry, the foregoing is true and correct.

Dated: January 15, 2025  
Wilmington, Delaware

/s/ W. Joseph Dryer  
W. Joseph Dryer

**EXHIBIT A**

**Parties in Interest List**

**Debtor Entities & Related Subsidiaries**

American Freight FFO, LLC  
American Freight Franchising, LLC  
American Freight Franchisor, LLC  
American Freight Group, LLC  
American Freight Holdings, LLC  
American Freight Management Company, LLC  
American Freight Outlet Stores, LLC  
American Freight, LLC  
B. Riley Receivables II, LLC  
Betancourt Sports Nutrition, LLC  
Buddy's Franchising and Licensing LLC  
Buddy's New Co, LLC  
Educate, Inc.  
Franchise Group Acquisition TM, LLC  
Franchise Group Intermediate AF, LLC  
Franchise Group Intermediate B, LLC  
Franchise Group Intermediate BHF LLC  
Franchise Group Intermediate Holdco, LLC  
Franchise Group Intermediate L, LLC  
Franchise Group Intermediate PSP, LLC  
Franchise Group Intermediate S, LLC  
Franchise Group Intermediate SL, LLC  
Franchise Group Intermediate V, LLC  
Franchise Group New Holdco, LLC  
Franchise Group Newco BHF, LLC  
Franchise Group Newco PSP, LLC  
Franchise Group Newco S, LLC  
Franchise Group Newco SL, LLC  
Franchise Group Newco V, LLC  
Franchise Group, Inc.  
Freedom VCM Holdings, LLC  
Freedom VCM Interco Holdings, Inc.  
Freedom VCM Interco, Inc.  
Freedom VCM Receivables, Inc.  
Freedom VCM, Inc.  
Home & Appliance Outlet LLC  
Pet Supplies "Plus", LLC  
PSP Distribution, LLC  
PSP Franchising, LLC  
PSP Group, LLC  
PSP Midco, LLC  
PSP Service Newco, LLC  
PSP Stores, LLC (Ohio)  
PSP Subco, LLC

Valor Acquisition, LLC  
Vitamin Shoppe Florida, LLC  
Vitamin Shoppe Franchising, LLC  
Vitamin Shoppe Global, LLC  
Vitamin Shoppe Industries LLC  
Vitamin Shoppe Mariner, LLC  
Vitamin Shoppe Procurement Services, LLC  
W.S. Badcock Corporation  
WNW Franchising, LLC  
WNW Stores, LLC

**5% or Greater Equity Holders**

B. Riley Private Shares 2023-2 QP, LLC  
B. Riley Securities, Inc.  
BRF Investments, LLC  
Brian Kahn and Lauren Kahn Joint Tenants  
by Entirety  
Vintage Opportunity Partners, L.P.

**Directors and Officers**

Aaron Granger  
Alissa Ahlman  
Andrew Kaminsky  
Andrew Laudato  
Andrew M. Laurence  
Anthony Block-Belmonte  
Brian Hoke  
Bryant R. Riley  
Chris Meyer  
Christopher Rowland  
Daniel McNamara  
Eric Seeton  
Jacob Jones  
Jeff Van Orden  
Jeffrey Seghi  
Jemma Lawrance  
John Hartmann  
Kenneth Miles Tedder  
Lee Wright  
Michael Bennett  
Mike Gray  
Muriel Gonzalez  
Neal Panza  
Norman McLeod  
Peter Corsa  
Philip Etter

Teresa Orth  
Tiffany McMillan-McWaters  
Todd Arden  
Todd Evans

**Administrative and Collateral Agents**

Alter Domus (US) LLC  
JPMorgan Chase Bank, N.A.

**Significant Suppliers and Vendors**

A Team Sales LLC  
Affordable Furniture Mfg Inc  
Alani Nutrition  
American Agco (ADMC)  
Animal Supply Co Lone Star  
Animal Supply Co Wholesome  
Ashley Furniture Industries Inc  
Brodnax Printing Company I, LLC dba  
Brodnax 21c Printers  
California Pet Partners LLC  
Capstone Nutrition  
CRAMCO  
Crown Mark Imports Inc  
DAS LABS LLC  
Elytus Ltd  
Enterprise FM Trust  
Flexport  
Florida State Games Inc.  
Garden of Life  
Generis Tek Inc  
Ghost, LLC.  
Gorilla Mind  
KFM247 LTD  
Kith Furniture  
Korber Supply Chain US, Inc.  
Lumisource, LLC  
Marcone Appliance Parts Company  
Mars Petcare  
Media Works, Ltd.  
Merrick Pet Foods Inc  
Meta Platforms, Inc.  
MMXXI Investments LLC  
Nutrivo, LLC  
ODP Business Solutions, LLC (Office  
Depot)  
One Stop Facilities Maintenance Corp

Optimum Nutrition  
Origin  
Peak Living  
Phillips Lansing Facility  
Planitretail LLC  
Prime Hydration LLC  
Pro-Form Laboratories  
Quest Nutrition, LLC  
Raw Sport Supplement Company  
REDCON 1  
Royal Canin  
Ryse Up Sports Nutrition LLC  
Seaboard International Forest Products LLC  
Sealy Mattress Company  
Seminole Furniture  
Steve Silver Company  
Uber Freight US LLC  
Velosio LLC  
Vitality Works, Inc.  
WEX Bank

**Top Unsecured Creditors (as of 10.10.24)**

Albany Industries Inc  
Alpha Inc  
Aquatic & Reptile - Central Garden & Pet  
Arizona Nutritional Supplement  
Assurant Inc.  
Champion Petfoods USA  
Climatic Home Products  
Coyote Logistics  
Delta Furniture  
Earth Animal Ventures  
Ehplabs LLC  
Elanco US Inc  
Elements International Group LLC  
EMA Electrolux/Frigidaire  
Force Factor Brands LLC  
GE Appliances  
GE General Electric-Haier US Appliance  
Google  
Hartz Mountain - VMX  
Hill's Pet Nutrition  
Kong Company  
Living Style (Singapore) Pte. Limited  
Lowes Companies Inc  
M I Industries Inc



Madix Inc  
 Midwestern Pet Foods  
 Muebles Briss S.A. De C.V.(Marby)  
 Natural Balance Pet Foods Inc  
 Nestle Purina Petcare Company  
 Open Farm Inc  
 Order Groove Inc  
 O'Rourke Bros., Inc.  
 O'Rourke Sales Company  
 Peak Living, Inc.  
 Phillips Feed and Pet Supply  
 Premier Nutrition Company, LLC  
 Radio Systems Corporation  
 Sealy Mattress Manufacturing Company  
 Simmons Pet Food Inc  
 Solstice Sleep Company  
 Spectrum Brands Pet LLC  
 Standard Furniture MFG Co Inc  
 Stella and Chewys LLC  
 Surest/UnitedHealthcare Inc.  
 Titanic Furniture  
 Transform Holdco LLC (3PL)  
 UPS (Ocean Freight)  
 Vitamin Well USA LLC  
 Wellness Pet LLC  
 Weruva International Inc  
 Whirlpool  
 Zinatex Imports, Inc

**Landlords & Lessors**

103rd Street 6024, LLC  
 1210 Morena West LLC  
 1230 Zion, LLC  
 1700 Eubank, LLC  
 1997 GRP Limited Partnership  
 2151 Highland Partners, LLC  
 2885 Gender Road, LLC  
 30X30 34th Street Lubbock Partners, LLC  
 3200 Hwy 13, LLC  
 4100 Tomlynn Street-Rebkee, LLC and  
 Tomlynn Street-Fountainhead, LLC  
 4116 OBT Investments, LLC  
 425 Broadway RE Holdings LLC & 431  
 Broadway RE Holdings LLC  
 4801 Washtenaw LLC

5737-5848 North Elizabeth Street Holdings,  
 LLC  
 6001 Powerline, LLC  
 65 Holmes Investment Partners LLC  
 6588 LLC  
 7000 S May Ave, LLC  
 801 South Ft. Hood, LLC  
 900-71, LLC  
 A. Roland Kimbrell Trust  
 Acorn Ridge Properties LLC, JDM Capital,  
 LLC, MO Partners LLC, Confluence  
 Investment LLC  
 Afreight Holdings, LLC  
 AJDC 2, LLC  
 Albany Plaza Shopping Center LLC  
 Alisan LLC and Roseff LLC  
 All American Association, LLC and Yvonne  
 Keff  
 Allentex, LP  
 Amerco Real Estate Company  
 AMG Properties Inc.  
 Amplify Credit Union  
 Anderson Plaza, LLC  
 Arch Village Management Realty LLC  
 Ares Holdings, L.L.C.  
 Arizona Mills Mall, LLC  
 AR-Park Shopping Center, LLC and JSP-  
 Park Shopping Center, LLC  
 Atlanta Industrial TT, LLC  
 B.J. McCord d/b/a McCord Business Center  
 B33 Broadview Village LLC  
 Baldwin Gardens, Inc.  
 Bane Holdings of Tallahassee, LLC  
 Banner Partners, LLC  
 Bardstown S.C., LLC  
 BC Airport, LLC  
 Bell-51st, LLC  
 Belt 98, Inc.  
 Berryessa Plaza LLC  
 BG Plaza, LLC  
 Boatlanding Development Co., Inc.  
 Bostick Development, L.C.  
 BRC Hendersonville, LLC  
 BRE Mariner Venice Shopping Center LLC  
 BRE Retail NP Festival Centre Owner LLC  
 Brierwood Village LLC

Brighton Landmark, LLC  
 Brixmor Holdings 8 SPE, LLC  
 Brixmor SPE 5 LLC  
 Brixton Rogue, LLC  
 Brookhill V Acquisition, LLC  
 Brooksville Commercial Properties, LLC  
 and Oak Tree Lane, LLC  
 Brown Deer Mall, LLC  
 Bruce Howe Trust  
 BSW/DMW Properties LLC  
 Cafaro Leasing Company, LTD.  
 Candler RD Plaza GA LLC  
 Cedar Golden Triangle, LLC  
 Centerpoint 550, LLC  
 Centerview Plaza, LLC  
 Central Mall Port Arthur Realty Holding,  
 LLC  
 Certified Capital, LP, Horowitz Holdings,  
 LLC, Asset Acquisitions, LLC, and 3610  
 Partners, GP  
 CETA Group Limited Partnership  
 Chapel Hills Realty LLC, Chapel Hills CH  
 LLC, and Chapel Hills Nassim LLC  
 Charleigh Davis and TCCB Properties  
 Chicago Title & Trust Company, As Trustee  
 Under Trust Agreement Dated 10/10/1984  
 and Known as Trust No. 1086065  
 Chillicothe Shopping Center, LP  
 Chris McCarty Company, LLC  
 Cielo Paso Las Tiendas, L.P.  
 Circle City Property Group Inc.  
 Citimark Charleston, LLC  
 CJM Limited Liability Limited Partnership  
 Clear Creek Brothers - CV, LLC  
 Clear Lake Center, L.P.  
 Clendenin Partners  
 CLPF-Essex Green, LLC  
 Cobblestone Square Company, Ltd.  
 ColFin 2015-2 Industrial Owner, LLC  
 Colony Mills Enterprises, LLC  
 Combined Properties Limited Partnership  
 Commercial Properties Associates, LLP  
 Concord Retail Investment Group, LLC  
 Core MR Westview, LLC  
 Costco-Innovel Owner LLC  
 Costco-Innovel Properties LLC

Creekstone/Juban I, LLC  
 Crossing Point LLC  
 Crossroads Centre II, LLC  
 Crossroads Plaza, LLC  
 Crossroads Sunset Holdings, LLC  
 Cuyahoga Investments, LLC  
 CWP/Arlington LLC  
 D3 New Albany, LLC  
 Daniel G. Kamin Wadsworth Enterprises  
 Daniel P. Hagaman  
 Danville Riverside Partners, LLC  
 Daytona Commons, LLC  
 DCT Presidents Drive LLC  
 DDR Carolina Pavilion LP  
 Dennis R. Phillips Revocable Trust  
 Derby Improvements, LLC  
 DES 2015, LLC and CJCM, LLC-Series  
 CV505  
 Dixie Manor, LLC  
 Donna M. Rainwater & Larry J. Rainwater  
 Donna Rainwater Reece, Larry J. Rainwater,  
 R. Bryan Whitmire and Karla J. Whitmire  
 Douglas C. Foyt and Trailers for Sale or  
 Rent, Inc.  
 Dyn Sycamore Investments, L.L.C.  
 E & L Investments LLC  
 E.W. Thompson, Inc.  
 Eagle Water, LLC  
 Eagle-North Hills Shopping Centre LP  
 Eastlake Edison LLC and Eastlake Milford  
 LLC  
 Economy Square, Inc.  
 Ellis Chai LLC  
 Esue LLC  
 Ethan Conrad Properties, Inc.  
 Excel Realty Partners, L.P.  
 Exchange Right Value-Add Portfolio 2  
 Master Lessee, LLC  
 F.M.K., LLC  
 Fairview Heights Realty, LLC and Fairview  
 Nassim LLC  
 Fall River Shopping Center North, LLC  
 Faye Gross  
 Fiddler's Run, LLC  
 Fivel Family, LLC  
 Fox Jr. Development Inc.

Franklin Mills Associates Limited Partnership  
 Franklin Towne Plaza LLC  
 Frayer Enterprises, LLC  
 Fredric Singer  
 Front Street Kansas City, LLC  
 FSC West Covina, LLC  
 FSH Galleria Plaza, LLC  
 G&I X Industrial IN LLC  
 Gamble Brothers, LLC  
 Gary Mehan, DBA G.M. Properties  
 Gateway Retail Partner III, LLC  
 Gateway South, LLC #1  
 GBUZZ, LLC  
 GCP Boom, LLC  
 Giuffre IV, LLC  
 GKI Industrial Dallas, LLC  
 Glendale Galleria Center, LLC  
 GLL BVK Properties, L.P.  
 Gosula Holdings Ltd.  
 Gravois Bluffs East 8-A, LLC  
 Greater Orlando Aviation Authority  
 Greenfield Plaza LLC  
 Greenlight Development, LLC  
 GRH Goodyear LLC, Gaston Holdings LLC, and MRH Venture Capital LLC  
 Gridley Square Property, LLC  
 GS Centennial LLC  
 Gulson Retail LLC  
 Halltown Farms, LLC  
 Hankins Real Estate Partnership  
 Hart & Hart Corp.  
 Henry Fine Trust  
 Hidden Hill Road Associates, LLC  
 High Cotton Palisades, LLC, High Cotton Shoals, LLC and Pharo Palisades I, LLC  
 Himaloy Taylor LLC  
 HM Peachtree Corners I LLC  
 Hogan Holdings 56, LLC  
 HV Center LLC, HV Center TIC 1 LLC, and HV Center TIC 2 LLC  
 IH 35 Loop 340 Investors, LTD.  
 IH-10 Hayden, Ltd.  
 Indian Trail Square, LLC  
 Inland Commercial Real Estate Services LLC

Innovation Realty IN, LLC  
 Integra CRE, LLC  
 IRC Park Center Plaza, L.L.C.  
 Ireland Corner, LLC  
 Isador Schreiber & Associates, LLC  
 J & F Gainesville Properties, LLC  
 J&L Development Company, LLC  
 Jackson Street Group, LLC  
 Jeffnan U.S.A. Inc.  
 JHG Properties, LLC  
 JMK5 Winchester, LLC  
 JMW Hebron, LLC  
 Joe Amato East End Centre, LP  
 JRF Texas Properties, LLC  
 JSM Land Group, LLC  
 Kelley Commercial Realty, LLC and Stephanie D. Kelley  
 Keyser Oak Investors, LLC  
 KGI Military LLC  
 Kin Properties Inc.  
 Kings Mountain Investments  
 Kingsport Green AC Managing Company, LLC  
 Kinsman Investors  
 Kitty Wells, Inc.  
 KMD, LLC  
 KRG Houston Royal Oaks Village II, LLC  
 KRG Plaza Green, LLC  
 L.W. Miller Holding Company  
 Laurie Industries, Inc., Kinpark Associates and Fundamentals Company  
 Lawrence F. Kolb & Catherine M. Kolb, Trustees of The Lawrence F. Kolb and Catherine M. Kolb JLRT U/A/D April 12, 2018 and 2233 & 2235 MO Blvd, LLC  
 LBD Properties, LLC  
 LCRF, LLC  
 LDC Silvertree, LLC  
 Leland J3, LLC  
 Leveraged Holdings, L.L.C.  
 Lexington 2770, LLC  
 Lichtefeld Development Trust  
 Lidl US Operations, LLC  
 Lincoln Associates  
 LIT-ENVP Limited Partnership  
 LoLo Enterprises, LLC

Lovell 2.5, LLC  
 LU Candler Station Holdings, LLC  
 Lynch Butler  
 M3 Ventures, LLC  
 Macon Center, LLC  
 Malco T.I.C.  
 Mall at Potomac Mills, LLC  
 Marathon Management, LLC  
 Marc NaperW LLC and NaperW, LLC  
 MarketFair North, LLC  
 McRae Mortgage & Investments, LLC  
 Meditrina Properties, LLC  
 Melvin C. McClung, Trustee of the Tommie  
 Louise McClung Family Trust  
 Menard, Inc.  
 Merchant 33 LLC  
 Merchant's Investors, LLC  
 Meredith, Inc.  
 Midwest Commercial Funding, LLC  
 Missouri Boulevard Investment Company,  
 LLC  
 Mobile Highway 4500, LLC  
 Mojack Holdings, LLC  
 Mongia Capital Michigan, LLC  
 Moon Village, LLC  
 Morningside Plaza, L.P.  
 MR Stealth LLC  
 Muenchens Unlimited, LLC  
 NDF III MJ Crossing, LLC  
 New Bern Development LLC  
 New Plaza Management, LLC  
 Newport Crossing Investors, LLC  
 Niagara Falls 778, LLC  
 North County Columbia Realty, LLC  
 Northern McFadden Limited Partnership  
 Northside Village Conyers, LLC  
 Northtowne Center Investors, LLC  
 Oak Forest Group, LTD  
 Okee Realty Associates, LLC  
 Old Orchard, LLC  
 One Home Realty, Inc.  
 One Land Company, LLC  
 One Oak Investments, LLC  
 Osborne Properties Limited Partnership  
 Oxford Street Huntsville  
 P & S Axelrod, L.L.C.

P&H Investments, LLC  
 Pacifica Muskegon, LLC  
 Parker-Anderson, LLC  
 Parkway Mall, LLC  
 PCRIF Spring Park Holdings, LLC  
 Pensacola Corners LLC  
 PFIILP - Parr Boulevard, LLC  
 Pilchers Summit Limited Partnership  
 Pinellas Park Square, LLC  
 Piqua Investment Partners, LLC  
 PK II El Camino North L.P.  
 Plaza North Shopping Center, LLC  
 Polk County Partners, LLC  
 Port St. Lucie Plaza I, II, III, LLC  
 Prattville Partners, Limited Partnership  
 Prologis Targeted U.S. Logistics Fund, L.P.  
 Pullman Square Associates  
 Rainbow Investment Co.  
 Randall M. Schulz  
 Ravi Randal Investment Group, LLC  
 RE Pecan, LLC  
 Realty Income Corporation  
 Regions Bank as Trustee of the Thomas H.  
 Willings Jr. Family Trust  
 Repwest Insurance Company  
 Richard Briggs and John Nathan Briggs, as  
 Trustees of the Stephanie R. Briggs  
 Irrevocable Trust dated October 15, 2009;  
 and Stephanie R. Briggs and John Nathan  
 Briggs, as Trustees of the Richard M. Briggs  
 Irrevocable Trust dated October 15, 2009  
 Ridgewater Commerce LLC  
 Rini Realty Company  
 River Oaks Properties, Ltd.  
 Riverdale Center North, LLC  
 Riverplace Shopping Center, LLC  
 Rock N Roll Development, LLC  
 Rockhill Center, LLC  
 Rodi Road 501, LLC  
 Rogers Commercial Properties, LLC  
 Rose & Rose, LLC  
 RPI Ridgmar Town Square, Ltd.  
 RRG LLC  
 Sabatine BK Development, LLC  
 Saia Family Limited Partnership  
 Sarabara Corp.

Sav 15000 Abercorn, LLC  
 Sears Authorized Hometown Stores, LLC  
 SEK 7753, LLC  
 Shrewsbury Village Limited Partnership  
 Sissel Juliano  
 SJN Realty Holdings, LLC  
 Slidell Athletic Club Property, L.L.C.  
 Somera Road - Athens Georgia II, LLC  
 South Tulsa Storage, LLC  
 Southern Hills Center, Ltd.  
 Southgate Properties, LLC  
 Southtown Plaza Realty LLC and  
 Southtown Nassim LLC  
 Southview Dothan Investors, LLC  
 Space For Lease of Tennessee  
 State Road 4201, LLC  
 Stature High Ridge, LLC  
 Sterling Equities II, LLC  
 Stewart & Hamilton Properties, LLC  
 Stone Mountain Square Shopping  
 Center, LLC  
 SVR Investments, LLC  
 SW 17th Street 1010, LLC  
 Sylvan Park Apartments, LLC  
 T.B.R. Property Group, LLC  
 T18 Investments, LLC  
 Tanglewood Venture, LLC  
 TB Garrett Creek, LLC  
 TBF Group Battle Creek, LLC  
 TCP Enterprise Parkway, LLC  
 Tejas Center, LTD.  
 Tenalok, LLC  
 Texas Main Street, LLC  
 The Collins Investment Trust  
 TKC CCXXXIX, LLC  
 TKG Colerain Towne Center, LLC  
 TKG Cranston Development, L.L.C.  
 TKG Fairhaven Commons, LLC  
 TLP 4782 Muhlhauser LLC  
 Tops Holding, LLC  
 Town Real Estate Enterprises, LLC  
 Tucson Speedway Square, LLC  
 Tumon Bay Resort & Spa, LLC  
 Turfway Baseline, LLC  
 Two by Two Properties, LLC  
 Tyner Heirs Separate Property, LLC

University Realty Associates, LLC  
 US Investments  
 Victory River Square, LLC  
 Vishal Kalmia Plaza, LLC  
 W.H. Warehouse, L.L.C.  
 Wal-Austin, LLC  
 Warner Robins Perlmix, LLC  
 Watson Village Retail, LLC  
 Waverly Plaza Shopping Center, Inc.  
 West County Investors, LLC  
 Weston SCIP 2 LLC  
 Westphal Leasing, LLC  
 Westside Village Shopping Center of Rome,  
 Inc.  
 WFD Investments, L.L.C.  
 White Lane, LLC  
 Whitehall Crossing D, LLC  
 William Shane Courtney  
 Woodcrest Akers, LLC  
 Woodforest Mini-City Partners, LP and  
 JLCM Partners, LP, TIC  
 Wylds 1708, LLC  
 YEK #9, LLC  
 York Realty Investment, LLC

**Significant Counterparties to Material  
 Agreements**

Capturis  
 Engie Resources LLC

**Significant Litigation Matters**

Charles Knight  
 Health Advocate  
 Gale et al [Class Action]  
 Joseph F Gazzo III  
 Matthew Giffuni  
 Quadre Investment Advisors LLC  
 Buddy's Mac Holdings, LLC

**Professionals**

AlixPartners LLP  
 Davis Polk & Wardwell LLP  
 Deloitte & Touche LLP  
 Ducera Partners LLC  
 Ernst & Young  
 Evercore LP

Foley & Lardner LLP  
Gordon Rees Scully Mansukhani, LLP  
Gordon Brothers Asset Advisors, LLC  
Grant Thornton LLP  
Guggenheim Securities, LLC  
Hilco Merchant Resources, LLC  
Hilco Real Estate, LLC  
Holland & Knight, LLP  
Kroll Restructuring Administration LLC  
Landis Rath & Cobb LLP  
Latham & Watkins LLP  
Lazard Group LLC  
M3 Advisory Partners, LP  
Morris, Nichols, Arsht & Tunnell LLP  
Paul Hastings LLP  
Paul, Weiss, Rifkind, Wharton & Garrison  
LLP  
Petrillo Klein & Boxer LLP  
Porter Wright Morris & Arthur LLP  
Ryan, LLC  
Sheppard Mullin Richter & Hampton LLP  
Troutman Pepper Hamilton Sanders LLP  
White & Case LLP  
Willkie Farr & Gallagher LLP  
Young Conaway Stargatt & Taylor, LLP

Diane Giordano  
Dion Wynn  
Edith A. Serrano  
Elizabeth Thomas  
Fang Bu  
Hannah M. McCollum  
Holly Dice  
James R. O'Malley  
Jane Leamy  
Jonathan Lipshie  
Jonathan Nyaku  
Joseph Cudia  
Joseph McMahon  
Lauren Attix  
Linda Casey  
Linda Richenderfer  
Malcolm M. Bates  
Michael Girello  
Nyanquoi Jones  
Richard Schepacarter  
Rosa Sierra-Fox  
Shakima L. Dortch  
Timothy J. Fox, Jr.

**Other Parties**

BCDC Portfolio Owners LLC  
BCHQ Owner LLC  
National Retail Properties, LP

**DE - Judges**

Chan, Ashely M.  
Dorsey, John T.  
Goldblatt, Craig T.  
Horan, Thomas M.  
Owens, Karen B.  
Shannon, Brendan L.  
Silverstein, Laurie Selber  
Stickles, J. Kate  
Walrath, Mary F.

**DE – Office of the United States Trustee**

Andrew R. Vara  
Benjamin Hackman  
Christine Green

**EXHIBIT B**

### **Direct Fee Review LLC**

Direct Fee Review LLC has reviewed or is currently reviewing fee applications submitted by the professional firms and in the matters listed below, which are wholly unrelated to the Debtors' chapter 11 cases:

#### **Cases**

AbitibiBowater, Inc.	Mallinckrodt PLC
Adoc Holdings, Inc.	Mission Coal
AES Eastern Energy LP	Molycorp, Inc.
Allied Systems, Inc.	OTC Holding Corp.
Bolta US LTD	Raser Technologies, Inc.
Borden Dairy Company	RathGibson, Inc.
Building Materials Holding Corp	Remington Outdoor Company, Inc.
Capmark Financial Group Inc.	RMH Franchise Holdings, Inc.
CCS Medical, Inc.	RS Legacy Corp.
Chicago Newspaper Liquidation Corp.	School Specialty, Inc.
Colt Holding Company LLC	SFX Entertainment, Inc.
DGI Resolution Inc.	Southern Air Holdings, Inc.
Direct Buy Holdings Inc.	SP Newsprint Holdings LLC
First Energy Solutions Corp.	Specialty Products Holding Corp.
Fresh & Easy Neighborhood Market Inc.	Takata Holdings
Furniture Brands International, Inc.	The Hertz Corp.
GNC Holdings Inc.	Vertis Holdings, Inc.
Hospital Acquisition LLC	Walter Energy, Inc.
LBI Media	WP Steel Venture LLC
Lucky Brand Dungarees, LLC	Zohar III Corp.
Maxus Energy Corp.	

#### **Firms**

A&G Realty	Ashby & Geddes PA
Adams and Reese LLP	Assessment Technologies Ltd
Akin Gump Strauss Hauer & Feld LLP	B. Riley Advisory Services
Alix Partners, LLP	Baker Donelson Bearman Caldwell & Berkowitz
Alvarez & Marsal North America, LLC	Ballard Spahr LLP
Alvarez & Marsal Securities	Barclays Capital Inc
Analysis Group, Inc.	Barnes & Thornburg LLP
Analysis Research and Planning Corp	Bates White LLC
AP Services LLC	Bayard PA
Arent Fox LLP	BDO Consulting
Arnold & Porter Kaye Scholer LLP	BDO USA LLP
Arthur Cox LLP	



Beekman Advisors Inc.  
Benesch Friedlander Coplan & Aronoff  
LLP  
Bennett Jones LLP  
Berkeley Research Group LLC  
Bifferato LLC  
Black McCuskey Souers & Arbaugh, LPA  
Blackstone Advisory Partners LP  
Blank Rome LLP  
Bradley Arant Boult Cummings LLP  
Broadpoint Capital, Inc.  
Brouse McDowell LPA  
Brown Rudnick LLP  
Bryan Cave LLP  
Buchanan Ingersoll & Rooney PC  
Burr & Forman, LLP  
Cadwalader, Wickersham & Taft LLP  
Caplin & Drysdale Chartered and Seitz  
Van Ogtrop & Green PA  
Cahill Gordon & Reindel LLP  
Calfee Halter & Griswold LLP  
Carl Marks Advisory Group LLC  
Cassels Brock & Blackwell LLP  
Charter Oak Financial Consultants LLC  
Christian & Small LLP  
Chuo Sogo Law Office PC  
Cole Schotz PC  
Colley LLP  
Complete Discovery Source, Inc.  
Conway MacKenzie, Inc.  
Cooley LLP  
Cousins Chipman & Brown LLP  
Cornerstone Research Inc.  
Covington & Burling LLP  
Cross & Simon LLC  
Cushman & Wakefield Inc.  
Davies Ward Phillips & Vineberg LLP  
Debevoise & Plimpton LLP  
Dechert LLP  
Deloitte & Touche LLP  
Deloitte Consulting LLP  
Deloitte Financial Advisory Services LLP  
Deloitte LLP FAS  
Deloitte Tax LLP

Dewey & LeBoeuf LLP  
DLA Piper  
Donlin & Recano & Company, Inc.  
Donnelly Penman & Partners  
Drinker Biddle & Reath LLP  
Ducera Partners, LLC  
Duff & Phelps  
Dundon Advisors LLC  
Edmond R. Denaberg  
Emerald Capital Advisors Corp.  
Epiq Corporate Restructuring LLC  
Ernst & Young LLP  
Evercore Group  
Evert Weathersby Houff  
Executive Sounding Board Associates  
Foley & Lardner LLP  
Forman Perry Watkins Krutz & Tardy  
LLP  
Fox Rothschild LLP  
Frankel Wyron LLP  
Freed Maxick CPAs PC  
FTI Consulting Inc  
Gibson Dunn & Crutcher LLP  
Gilbert LLP  
Gnarus Advisors LLC  
Godfrey & Kahn SC  
Goldman Sachs & Co LLC  
Gordon Brothers Group LLC  
Grant Thornton LLP  
Greenberg Traurig, LLP  
Growling Lafleur Henderson LLP  
Guggenheim Securities LLC  
Hahn & Hessen LLP  
Hahn Loeser & Parks LLP  
Hilco Real Estate,  
Hogan Lovells US LLP  
Holland & Knight LLP  
Houlihan Lokey  
Houlihan Lokey Capital Inc  
Hunton & Williams LLP  
Huron Consulting LLC  
ICF Resources, LLC  
Jefferies & Co, Inc.

Jefferson & Company Inc.  
 Jefferson Wells Inc. Inc.  
 Jenner & Block LLP  
 Johnson Associates Inc  
 Jones Day  
 Jones Lang Lasalle Brokerage Inc  
 JR Myriad LLC  
 Kasowitz Benson Torres & Friedman LLP  
 Katten Muchin Rosenman LLP  
 Kaye Scholer LLP  
 Keightly & Ashner LLP  
 Kelly Drye & Warren LLP  
 Kilpatrick Townsend & Stockton LLP  
 Kirkland & Ellis LLP  
 Klehr Harrison Harvey Branzburg LLP  
 KPMG Canada  
 KPMG LLP  
 Kramer Levin Naftalis & Frankel LLP  
 Kurtzman Carson Consultants LLC  
 Latham & Watkins LLP  
 Landis Rath & Cobb LLP  
 Lax O'Sullivan Lisus Gottlieb LLP  
 Lazard Freres & Co LLC  
 Legal Analysis Systems Inc.  
 Locke Lord LLP  
 Loughlin Meghji & Co  
 Lowenstein Sandler LLP  
 Loyens & Loeff NV  
 Mackinac Partners LLC  
 Maples and Calder (Ireland) LLP  
 Maples Law Firm PC  
 Mason Hayes & Curan LLP  
 Maynard Cooper & Gale PC  
 McCarthy Tetrault LLP  
 McDonald Hopkins LLC  
 McKool Smith PC  
 Mercer (Canada) Limited  
 Mesirow Financial Consulting LLC  
 Meunier Carlin & Curfman LLC  
 M-III Advisory Partners, LP  
 Milbank Tweed Hadley & McLoy LLP  
 Miller Buckfire & Co LLC  
 Mintz, Levin, Cohn, Faris Glosky and  
 Popeo PC

Moelis & Company LLC  
 Montgomery McCracken Walker &  
 Rhoads LLP  
 Morgan Lewis & Bockius LLP  
 Morris James LLP  
 Morris Nichols Arsht & Tunnell LLP  
 Morrison & Foerster LLP  
 MPA Inc  
 NERA Economic Consulting  
 Ogletree Deakins Nash Smoak & Stewart  
 PC  
 O'Melveny & Myers LLP  
 Omni Management Group  
 Otterbourg Steindler Houston & Rosen  
 PC  
 Pachulski Stang Ziehl & Jones LLP  
 Parella Weinberg Partners LP  
 Paul Hastings Janofsky & Walker LLP  
 Paul Hastings LLP  
 Paul Weiss Rifkind Wharton & Garrison  
 LLP  
 Pepper Hamilton LLP  
 Perella Weinberg Partners LP  
 Perkins Coie LLP  
 Pillsbury Winthrop Shaw Pittman LLC  
 PJ Solomon Company  
 PJT Partners LP  
 PricewaterhouseCoopers LLP  
 PricewaterhouseCoopers LLP, Canada  
 Prime Clerk LLC  
 Protiviti Inc.  
 Province Inc  
 Quinn Emanuel Urquhart & Sullivan, LLP  
 Raymond James & Associates, Inc.  
 Reed Smith LLP  
 Retail Consulting Services, Inc.  
 Richards Layton & Finger PA  
 Riveron Consulting  
 Robert B MacLellan  
 Robinson & Cole LLP  
 Roger Frankel  
 Ropes & Gray LLP  
 Rosen Harwood, PA  
 Rosner Law Group LLP

Rothschild Inc.  
RSM US LLP  
Rust Consulting  
Sakura Kyodo  
Saul Ewing LLP  
Schulte Roth & Zabel LLP  
Seaport Group Securities LLC  
Seelig + Cussigh HCO LLC  
Segal Company  
Shearman & Sterling LLP  
Sheppard Mullin  
Seitz Van Ogtrop & Green PA  
Sichenzi Ross Friedman Ference LLP  
Sidley Austin LLP  
Sirote & Permutt, PC  
Sitrick and Company, Inc.  
Spangenberg Shibley & Liber LLP  
Squire Patton Boggs (US) LLP  
Stevens & Lee PC  
Stikeman Elliott LLP  
Strook Strook & Lavan LLP  
Sullivan Hazeltime LLC  
Taylor English Duma LLP  
The Boston Consulting Group, Inc.  
Togut Segal & Segal

Tom Weiskotten and GR Robbins &  
Associates, PA  
Torys LLP  
Troutman Sanders LLP  
UBS Securities LLC  
Van Benthem & Keulen NV  
Van Wobeser Y Sierra, SC  
Venable LLP  
Waller Lansden Dortch & Davis, LLP  
Wachtell Lipton Rosen & Katz  
Weil Gotshal & Manges LLP  
Weinsweig Advisors LLC  
Whireford Taylor & Preston LLC  
White & Case LLP  
Whiteford, Taylor & Preston LLC  
Whittlesey & Hadley PC  
Willkie Farr & Gallagher LLP  
Wilmer Cutler Pickering Hale & Dorr  
LLP  
William Fry  
Witmer Karp Warner & Ryan LLP  
Womble Carlyle Sandridge & Rice  
Young Conaway Stargatt & Taylor LLP  
Zolfo Cooper LLC  
Zolfo Cooper Management LLC